

EXHIBIT A

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
W.R. GRACE & CO., et al.)	Case No. 01-1139 (JKF)
)	
Debtors.)	Objection Deadline: August 1, 2005 at 4:00 p.m. Hearing: Schedule if Necessary (Negative Notice)
)	

**COVER SHEET TO ELEVENTH MONTHLY INTERIM APPLICATION OF
SWIDLER BERLIN LLP, BANKRUPTCY COUNSEL
TO DAVID T. AUSTERN, FUTURE CLAIMANTS' REPRESENTATIVE FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD
APRIL 1, 2005 THROUGH APRIL 30, 2005**

Name of Applicant:	Swidler Berlin LLP ("Swidler")
Authorized to Provide Professional Services to:	David T. Austern, Future Claimants' Representative (the "FCR")
Date of Retention:	Swidler Retention Order entered September 27, 2004
Period for which compensation is sought:	April 1, 2005 through April 30, 2005
Amount of Compensation (100%) sought as actual, reasonable, and necessary:	\$27,253.25
80% of fees to be paid:	\$21,802.60 ¹
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	\$ 1,560.48
Total Fees (at 80% and 100% expenses:	\$23,363.08

¹ Pursuant to the Administrative Order entered March 17, 2003, absent timely objections, the Debtor is authorized and directed to pay 80% of fees and 100% expenses

The total time expended for fee application preparation during this time period is 14.40 hours and the corresponding fees are \$3,048.00 and 103.32 in expenses for Swidler's fee applications and 9.10 hours and \$2,118.50 in fees and no expenses for the FCR and/or is other professional's fee applications. Any additional time spent for this matter will be requested in subsequent monthly interim applications.

This is Swidler's eleventh interim fee application for the period April 1-30, 2005. Swidler has previously filed the following fee applications:

- Eleventh interim fee application for the period March 1-31, 2005 in the amount of \$67,870.00 (80% of \$54,296.00) and expenses in the amount of \$4,114.49
- Tenth interim fee application for the period February 1-28, 2005 in the amount of \$92,370.80 (80% of \$115,463.50) and expenses in the amount of \$2,097.16
- Ninth interim fee application for the period January 1-31, 2005 in the amount of \$50,702.60 (80% of \$63,378.25) and expenses in the amount of \$7,490.31
- Eighth interim fee application for the period December 1-31, 2004 in the amount of \$70,817.20 (80% of \$88,521.50) in fees and \$4,326.10 in expenses
- Seventh interim fee application for the period November 1-30, 2004 in the total amount of \$78,054.40 (80% of \$97,568.00) and expenses in the amount of \$4,182.19
- Sixth interim fee application for the period October 1-31, 2004 in the total amount of \$87,179.80 (80% of \$108,974.75) and expenses in the amount of \$8,520.60
- Fifth interim fee application for the period September 1-30, 2004 in the amount of \$123,890.80 (80% of \$154,863.50) in fees and \$5,827.44 in expenses
- Fourth interim fee application for the period August 1-31, 2004 in the amount of \$38,486.00 (80% of \$48,107.50) in fees and \$4,143.66 in expenses
- Third interim fee application for the period July 1-31, 2004 in the amount of \$74,481.80 (80% of \$93,102.25) in fees and \$4,429.85 in expenses
- Second interim fee application for the period June 1-30, 2004 in the amount of \$88,393.20 (80% of \$110,491.50) in fees and expenses of \$15,846.02
- First interim fee application for the period May 1-31, 2004 in the amount of \$8,151.60 (80% of \$10,189.50) in fees and expenses of \$8,151.60

To date, Swidler has received payments from the Debtors in the following amounts:

- \$363,650.37 representing 80% of fees and 100% expenses for May 24, 2004 through September 30, 2004
- \$19,993.70 representing the 20% holdback on fees for the time period May and June 2004
- \$46,629.66 representing 80% of fees and 100% expenses for July 2004
- \$78,911.65 representing 80% of fees and 100% expenses for August 2004
- \$129,718.24 representing 80% of fees and 100% expenses for September 2004
- \$59,214.65 representing the 20% holdback on fees for the time period July-September 2004
- \$95,700.40 representing 80% of fees and 100% expenses for October 2004
- \$157,379.89 representing 80% of fees and expenses for November and December 2004
- \$58,192.91 representing 80% of fees and 100% expenses for January 2005
- \$94,467.96 representing 80% of fees and 100% expenses for February 2005
- \$58,410.49 representing 80% of fees and 100% expenses for March 2005

COMPENSATION SUMMARY

APRIL 2005

Name of Professional Person	Position of Applicant, No. of Years in Position, Prior Relevant Experience, Yr. Obtained License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation
Monique D. Almy	Partner. 9 years in position; 18 years relevant experience; 1987, Bankruptcy	\$460.00	9.40	\$4,324.00
Roger Frankel	Partner. 22 years in position; 34 years relevant experience; 1971, Bankruptcy	\$645.00	7.90	\$4,869.75 ²
Richard H. Wyron	Partner. 16 years in position; 26 years relevant experience; 1979, Bankruptcy	\$545.00	15.80	\$8,611.00
Debra L. Felder	Associate. 3 years in position; 3 years relevant experience; 2002, Bankruptcy	\$255.00	16.80	\$4,284.00
Scott J. Levitt	Associate. 10 years in position; 10 years relevant experience; 1995, Insurance Litigation	\$390.00	60	\$234.00

² Please note that this amount reflects a reduction of \$225.75 for the 50% reduced rate on non-working travel

<u>Name of Professional Person</u>	<u>Position of Applicant, No. of Years in Position, Prior Relevant Experience, Yr. Obtained License to Practice, Area of Expertise</u>	<u>Hourly Billing Rate (including changes)</u>	<u>Total Billed Hours</u>	<u>Total Compensation</u>
Rachael M. Barainca	File Clerk	\$60.00	7.10	\$426.00
Debra O. Fullem	Senior Legal Assistant	\$195.00	22.60	\$4,407.00
Deborah A. Rogers	Senior Consultant	\$195.00	.50	\$97.50
Total			80.70	\$27,253.25
Blended Rate: \$337.71				

COMPENSATION BY PROJECT CATEGORY

APRIL 2005

<u>Project Category</u>	<u>Total Hours</u>	<u>Total Fees</u>
Case Administration	13.60	\$2,263.50
Due Diligence	1.20	\$724.00
Compensation of Professionals-Swidler	14.40	\$3,048.00
Compensation of Professionals-Other	9.10	\$2,118.50
Litigation	39.30	\$17,759.00
Insurance Matters	1.10	\$331.50
Plan and Disclosure Statement	1.00	\$645.00
Retention of Professionals-Other	.30	\$138.00
Travel Time (Non-Working)	.70	\$225.75
TOTAL	80.70	\$27,253.25

¹ In accordance with the Local Rules of this Court, Swidler bills its hourly rates at a 50% reduced rate for non-working travel time.

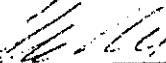
EXPENSE SUMMARY

APRIL 2005

Expense Category	Total
Photocopying/Printing	\$169.20
Telephone/Facsimile	\$2.28
Postage/Federal Express/Courier Fees	\$44.38
Computerized Legal Research	\$201.46
Pacer	\$860.72
Secretarial Services	\$24.00
Travel	\$258.44
TOTAL	\$1,560.48

Respectfully submitted,

SWIDLER BERLIN LLP

By: 

Roger Frankel, admitted *pro hac vice*
Richard H. Wyron, admitted *pro hac vice*
3000 K Street, NW, Suite 300
Washington, DC 20007
(202) 424-7500
Counsel to David T. Austern
As Future Claimants' Representative

Dated: July 8, 2005

EXHIBIT A
SWIDLER BERLIN LLP
INVOICES FOR THE TIME PERIOD
APRIL 1-30, 2005

SWIDLER BERLIN LLP

FEDERAL IDENTIFICATION
NO. 13-2679676

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David Austern, FCR (for W.R. Grace & Co.)
c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

CLIENT/CASE: 25369.0001

INVOICE DATE: 05/26/05
INVOICE NUMBER: 287223

RE: Case Administration

FOR PROFESSIONAL SERVICES RENDERED THROUGH APRIL 2005

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
04/01/05	Rachael M. Barainca	Review Court docket; download documents and distribute.	0.50
04/04/05	Rachael M. Barainca	Review Court docket; download documents and distribute.	0.40
04/04/05	Debra O. Fullem	Review docket update.	0.10
04/05/05	Debra L. Felder	Review pleadings and update calendar of hearings and deadlines	0.80
04/06/05	Rachael M. Barainca	Review Court docket; download documents and distribute.	0.30
04/07/05	Debra O. Fullem	Review disclosure by R. Frankel regarding JP Morgan issue.	0.20
04/07/05	Debra L. Felder	Review monthly operating reports	0.30
04/08/05	Debra O. Fullem	Review docket update	0.10
04/08/05	Rachael M. Barainca	Organize daily filings and put in folders.	1.00
04/08/05	Rachael M. Barainca	Review Court docket; download documents and distribute.	0.40

SWIDLER BERLIN LLP

David Austern, FCR (for W.R. Grace & Co.)
 05/26/05
 Page 2

CLIENT: 25369
 MATTER: 0001
 INVOICE: 287223

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
04/08/05	Roger L. Frankel	Review various docket entries.	0.30
04/11/05	Rachael M. Barainca	Review Court docket; download documents and distribute.	0.30
04/11/05	Debra O. Fullem	Review docket update.	0.10
04/11/05	Debra L. Felder	Review pleadings and update calendar of hearings and deadlines	1.20
04/12/05	Rachael M. Barainca	Printed and organized pleadings for D. Felder.	0.70
04/12/05	Rachael M. Barainca	Review Court docket; download documents and distribute.	0.30
04/13/05	Rachael M. Barainca	Review Court docket; download documents and distribute	0.50
04/14/05	Rachael M. Barainca	Review Court docket; download documents and distribute.	0.40
04/15/05	Rachael M. Barainca	Review Court docket; download documents and distribute.	0.40
04/15/05	Debra L. Felder	Review pleadings and update calendar of hearings and deadlines.	0.50
04/15/05	Debra O. Fullem	Review docket update	0.10
04/18/05	Debra L. Felder	Review docket and update calendar of hearings and deadlines.	0.30
04/18/05	Rachael M. Barainca	Review Court docket; download documents and distribute.	0.30
04/18/05	Roger L. Frankel	Confer with R. Wyron re status.	0.30
04/19/05	Debra L. Felder	Review pleadings and update calendar of hearings and deadlines	0.40
04/21/05	Debra L. Felder	Conference with R. Wyron regarding update.	0.20
04/21/05	Rachael M. Barainca	Review Court docket; download documents and distribute	0.30
04/22/05	Rachael M. Barainca	Review Court docket; download documents and distribute	0.30
04/22/05	Debra L. Felder	Review pleadings and update calendar of hearings and deadlines.	0.40

SWIDLER BERLIN LLP

David Austern, FCR (for W.R. Grace & Co.,)
 05/26/05
 Page 3

CLIENT: 25369
 MATTER: .0001
 INVOICE: 287223

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
04/25/05	Debra L. Felder	Review docket and update calendar of hearings and deadlines	0.20
04/25/05	Rachael M. Barainca	Review Court docket; download documents and distribute.	0.50
04/26/05	Rachael M. Barainca	Review Court docket; download documents and distribute.	0.50
04/26/05	Debra L. Felder	Review docket and update calendar of hearings and deadlines.	0.20
04/27/05	Debra O. Fullem	Review docket update	0.10
04/28/05	Debra O. Fullem	Review docket update.	0.10
04/29/05	Debra O. Fullem	Review docket update.	0.10
04/29/05	Debra L. Felder	Conference with R. Wyron regarding update (1); review pleadings and update calendar of hearings and deadlines (4).	0.50

SERVICES PERFORMED BY:	RATE	HOURS	AMOUNT
Roger L. Frankel	\$645.00	0.60	\$387.00
Debra L. Felder	\$255.00	5.00	\$1,275.00
Debra O. Fullem	\$195.00	0.90	\$175.50
Rachael M. Barainca	\$60.00	7.10	\$426.00
TOTAL HOURS & FEES		13.60	\$2,263.50

OTHER CHARGES	AMOUNT
Photocopy & Printing	80.55
Telephone	1.99
Postage	3.60
DC Secretarial/Staff Overtime	24.00
Publications/Subscriptions (Pacer)	565.36

SWIDLER BERLIN LLP

David Austern, FCR (for W.R. Grace & Co.)
05/26/05
Page 4

CLIENT: 25369
MATTER: .0001
INVOICE: 287223

OTHER CHARGES	AMOUNT
TOTAL OTHER CHARGES	\$675.50
CURRENT INVOICE DUE.....	\$2,939.00

SWIDLER BERLIN LLP

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3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

INVOICE DATE: 05/26/05
INVOICE NUMBER: 287223

OUR REFERENCE: 25369.0001

INVOICE SUMMARY

TOTAL FEES.....	\$2,263.50
TOTAL OTHER CHARGES	\$675.50
TOTAL AMOUNT DUE	\$2,939.00

REMITTANCE INFORMATION:

U S Mail:
Swidler Berlin LLP
Attn: Accounting Department
P.O. Box 3766
Washington DC 20027-3766

Electronic Funds Transfer:
Name of Bank Wachovia Bank, N A
Account Title Swidler Berlin LLP
ABA Routing No 054001220
Account No 2000024531692

Please Note Our Reference and Invoice Numbers When Making Payment

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CLIENT/CASE: 25369.0004

INVOICE DATE: 05/26/05
INVOICE NUMBER: 287224

RE: Due Diligence

FOR PROFESSIONAL SERVICES RENDERED THROUGH APRIL, 2005

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
04/24/05	Richard H. Wyron	Review 8K filed for first quarter results.	0.50
04/29/05	Roger L. Frankel	Review markup of transcript of judiciary committee.	0.70

SERVICES PERFORMED BY:	RATE	HOURS	AMOUNT
Roger L. Frankel	\$645.00	0.70	\$451.50
Richard H. Wyron	\$545.00	0.50	\$272.50
TOTAL HOURS & FEES		1.20	\$724.00

OTHER CHARGES	AMOUNT
Westlaw Legal Research	196.18
TOTAL OTHER CHARGES	\$196.18

CURRENT INVOICE DUE.....\$920.18

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INVOICE DATE: 05/26/05
INVOICE NUMBER: 287224

OUR REFERENCE: 25369.0004

INVOICE SUMMARY

TOTAL FEES.....	\$724.00
TOTAL OTHER CHARGES	\$196.18
TOTAL AMOUNT DUE	\$920.18

REMITTANCE INFORMATION:

U.S. Mail:
Swidler Berlin LLP
Attn: Accounting Department
P.O. Box 3766
Washington, DC 20027-3766

Electronic Funds Transfer:
Name of Bank Wachovia Bank, N.A.
Account Title Swidler Berlin LLP
ABA Routing No 054001220
Account No 2000024531692

Please Note Our Reference and Invoice Numbers When Making Payment

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CLIENT/CASE: 25369.0011

INVOICE DATE: 05/26/05
INVOICE NUMBER: 287228

RE: Compensation of Professionals--Swidler

FOR PROFESSIONAL SERVICES RENDERED THROUGH APRIL 2005

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
04/01/05	Debra O. Fullem	Follow up on CNO to January fee statement.	0.20
04/01/05	Debra O. Fullem	E-mail to R. Frankel re status of February fee application; forward e-mail to R. Wyron.	0.20
04/01/05	Debra O. Fullem	Prepare redactions to insurance/litigation/plan invoices for February and provide to R. Frankel and R. Wyron.	0.60
04/01/05	Roger L. Frankel	Review tenth monthly fee application.	0.30
04/04/05	Debra O. Fullem	Review status and prepare e-mail to J. Port at W.R. Grace regarding CNO filed on January fee statement and payment due.	0.30
04/04/05	Debra O. Fullem	Organize fee application files.	0.50
04/05/05	Debra O. Fullem	Research new addresses for certain returned mail regarding third quarterly fee application hearing	0.50
04/05/05	Debra O. Fullem	Update fee status chart.	0.20
04/07/05	Debra O. Fullem	Review and update fee status chart.	0.10
04/07/05	Debra O. Fullem	Review charts and update accounting with current status of payments due.	0.20

SWIDLER BERLIN LLP

David Austern, FCR (for W.R. Grace & Co.)
 05/26/05
 Page 2

CLIENT: 25369
 MATTER: 0011
 INVOICE: 287228

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
04/07/05	Debra O. Fullem	Review and revise February fee application as per R. Wyron's edits; prepare final; forward to R. Frankel for signature.	0.50
04/07/05	Debra O. Fullem	Review March prebills and revise same	1.00
04/08/05	Debra O. Fullem	Review e-mail from R. Wyron; reply to same with status on fee applications and CNOs.	0.20
04/08/05	Debra O. Fullem	Review and finalize February fee statement; forward to local counsel for filing.	0.80
04/11/05	Debra O. Fullem	Organize fee application files.	0.50
04/12/05	Debra O. Fullem	Organize fee application files.	0.30
04/15/05	Debra O. Fullem	Update fee and expense status chart.	0.20
04/17/05	Debra O. Fullem	Begin draft of Fourth Quarterly Fee Application for the time period January-March 2005.	0.50
04/18/05	Debra O. Fullem	Review March invoices and prepare chart summarizing fees and expenses.	0.50
04/18/05	Debra O. Fullem	Prepare draft of March monthly fee application.	0.80
04/19/05	Debra O. Fullem	Complete draft of March fee application and provide to R. Wyron for review.	1.50
04/19/05	Debra O. Fullem	Continue work on March invoices and fee application.	0.70
04/21/05	Debra O. Fullem	Review and respond to e-mail from J. Sacco regarding payment on January invoices.	0.20
04/21/05	Debra O. Fullem	Review and respond to e-mail from J. Sacco regarding payment on 20% holdback for July-Sept 04 fees and forward spreadsheets for allocation of payment	0.20
04/22/05	Debra O. Fullem	Finalize March fee application and provide to R. Wyron and R. Frankel for review and comment.	1.00
04/24/05	Debra O. Fullem	Review monthly fee applications (.2); begin preparing Fourth Quarterly fee application for Swidler for the time period January-March 2005 (.8)	1.00
04/24/05	Richard H. Wyron	Review March fee application	0.30
04/25/05	Debra O. Fullem	Review R. Wyron's edits to March fee application	0.20

SWIDLER BERLIN LLP

David Austern, FCR (for W.R. Grace & Co.)
 05/26/05
 Page 3

CLIENT: 25369
 MATTER: .0011
 INVOICE: 287228

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
04/26/05	Debra O. Fullem	Update spreadsheet of fees and expenses and payments for the last quarterly period.	0.20
04/29/05	Debra O. Fullem	Finalize March fee application filing; attach exhibits; coordinate filing and serving.	0.70

SERVICES PERFORMED BY:	RATE	HOURS	AMOUNT
Roger L. Frankel	\$645.00	0.30	\$193.50
Richard H. Wyron	\$545.00	0.30	\$163.50
Debra O. Fullem	\$195.00	13.80	\$2,691.00
TOTAL HOURS & FEES		14.40	\$3,048.00

OTHER CHARGES	AMOUNT
Photocopy & Printing	62.25
Telephone	0.29
Federal Express	40.78
TOTAL OTHER CHARGES	\$103.32

CURRENT INVOICE DUE.....\$3,151.32

SWIDLER BERLIN LLP

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c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

INVOICE DATE: 05/26/05
INVOICE NUMBER: 287228

OUR REFERENCE: 25369.0011

INVOICE SUMMARY

TOTAL FEES	\$3,048.00
TOTAL OTHER CHARGES	\$103.32
TOTAL AMOUNT DUE	\$3,151.32

REMITTANCE INFORMATION:

U.S. Mail:
Swidler Berlin LLP
Attn: Accounting Department
P.O. Box 1766
Washington DC 20027-3766

Electronic Funds Transfer:
Name of Bank: Wachovia Bank, N.A.
Account Title: Swidler Berlin LLP
ABA Routing No: 054001220
Account No: 2000024531692

Please Note Our Reference and Invoice Numbers When Making Payment

SWIDLER BERLIN LLP

FEDERAL IDENTIFICATION
No. 13-2679676

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c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

CLIENT/CASE: 25369.0012

INVOICE DATE: 05/26/05
INVOICE NUMBER: 287229

RE: Compensation of Professionals--Other

FOR PROFESSIONAL SERVICES RENDERED THROUGH APRIL, 2005

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
04/07/05	Debra O. Fullem	Prepare e-mail to N. Murphy regarding status of fee application of Tillinghast	0.10
04/07/05	Debra O. Fullem	Review e-mail from R. Chatterjee regarding correction to quarterly fee application.	0.10
04/12/05	Debra O. Fullem	Prepare notice of filing of CIBC's Third Quarterly and certificate of service for same; send documents to local counsel to file and serve.	0.50
04/14/05	Debra O. Fullem	Telephone call from R. Chatterjee regarding corrected version of Third Quarterly Fee Application; contact local counsel regarding re-filing and re-serving of same.	0.30
04/15/05	Debra O. Fullem	Conference with D. Felder regarding CIBC third quarterly duplicate filing; e-mail to C. Hartman (PGS) regarding withdrawal of first filing of same.	0.20
04/15/05	Debra O. Fullem	Conference with D. Felder regarding CNO on CIBC fee application; check docket for status	0.20
04/17/05	Debra O. Fullem	Review e-mail from D. Austern along with chart of fees for the period January-March 2005.	0.20

SWIDLER BERLIN LLP

David Austern, FCR (for W.R. Grace & Co.)
 05.26.05
 Page 2

CLIENT: 25369
 MATTER: 0012
 INVOICE: 287229

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
04/18/05	Debra O. Fullem	Prepare three monthly fee applications of D. Austern for the time period January, February and March 2005.	1.50
04/19/05	Debra O. Fullem	Revise and finalize D. Austern's fee applications for the time period January-March 2005 and provide to R. Wyron for review and comment.	1.50
04/19/05	Debra O. Fullem	Conference with D. Felder regarding CIBC corrections to fee application and CNO to be filed.	0.20
04/19/05	Debra L. Felder	E-mail correspondence with J. Brownstein regarding April 24 hearing (.1); review agenda and calendar for April 24 hearing (.3).	0.40
04/21/05	Debra O. Fullem	Complete D. Austern's monthly fee applications for the period January-March 2005; forward to D. Austern by e-mail for review and comment.	0.70
04/21/05	Debra O. Fullem	Review package from CIBC of January and February fee applications (.2); prepare notices (.2); organize documents in final form (.2); obtain R. Frankel's signature on notices (.1); coordinate filing with Court and serving on parties (.1).	0.80
04/21/05	Debra O. Fullem	Review and respond to e-mail from C. Hartman regarding problems with CIBC Fourth Quarterly; review and revise draft Notice of Withdrawal of pleading.	0.50
04/22/05	Debra O. Fullem	Conference with R. Wyron regarding D. Austern's fee applications.	0.10
04/24/05	Richard H. Wyron	Review D. Austern's January, February and March fee applications	0.40
04/25/05	Roger L. Frankel	Review, sign notices of monthly applications - Austern.	0.20
04/25/05	Roger L. Frankel	Review, sign notices of monthly applications - Austern.	0.20
04/25/05	Debra O. Fullem	Finalize D. Austern's fee applications for the time period January, February and March 2005 (.8); coordinate filing and serving of same (.2).	1.00

SERVICES PERFORMED BY:	RATE	HOURS	AMOUNT
Roger L. Frankel	\$645.00	0.40	\$258.00

SWIDLER BERLIN LLP

David Austern, FCR (for W.R. Grace & Co.)
 05.16.05
 Page 3

CLIENT: 25369
 MATTER: .0012
 INVOICE: 287229

SERVICES PERFORMED BY:	RATE	HOURS	AMOUNT
Richard H. Wyron	\$545.00	0.40	\$218.00
Debra L. Felder	\$255.00	0.40	\$102.00
Debra O. Fullem	\$195.00	7.90	\$1,540.50
TOTAL HOURS & FEES		9.10	\$2,118.50

OTHER CHARGES	AMOUNT
Photocopy & Printing	23.40
TOTAL OTHER CHARGES	\$23.40

CURRENT INVOICE DUE.....\$2,141.90

SWIDLER BERLIN LLP

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David Austern, FCR (for W.R. Grace & Co.)
c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

INVOICE DATE: 05/26/05
INVOICE NUMBER: 287229

OUR REFERENCE: 25369.0012

INVOICE SUMMARY

TOTAL FEES	\$2,118.50
TOTAL OTHER CHARGES	\$23.40
TOTAL AMOUNT DUE	\$2,141.90

REMITTANCE INFORMATION:

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3110 Fairview Park Drive
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Falls Church, VA 22042-0683

CLIENT/CASE: 25369.0007

INVOICE DATE: 05/26/05
INVOICE NUMBER: 287226

RE: Litigation

FOR PROFESSIONAL SERVICES RENDERED THROUGH APRIL, 2005

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
04/01/05	Monique D. Almy	Review Rabinowitz expert report in Owens Corning re estimation.	2.30
04/01/05	Monique D. Almy	Begin review of Vasquez report in Owens Corning re estimation.	2.00
04/04/05	Richard H. Wyron	Confer with R. Frankel regarding status and follow-up notes (.5); review e-mail regarding CEO motion and related discovery (.8).	1.30
04/04/05	Debra L. Felder	Review Owens Corning decision regarding estimation.	0.40
04/04/05	Roger L. Frankel	Confer with R. Wyron re CMO status, hearing in DE.	0.30
04/04/05	Monique D. Almy	Review balance of Vazquez expert report in Owens Corning re estimation.	2.50
04/04/05	Monique D. Almy	Review 3/31/05 Owens Corning Estimation Order.	0.60
04/05/05	Richard H. Wyron	Review Owens Corning opinion on estimation.	0.50
04/06/05	Roger L. Frankel	Review OC opinion on estimation.	0.50
04/06/05	Richard H. Wyron	Review CEO agreement and revisions (.3); review financial information on litigation costs and call to CIBC regarding same (.4).	0.70

SWIDLER BERLIN LLP

David Austern, FCR (for W.R. Grace & Co.)
 05/26/05
 Page 2

CLIENT: 25369
 MATTER: 0007
 INVOICE: 287226

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
04/07/05	Richard H. Wyron	Follow-up on inquiry regarding litigation fees.	0.30
04/08/05	Richard H. Wyron	Confer with D. Austern on open issues and follow-up (.3); review CEO documents (.5)	0.80
04/08/05	Roger L. Frankel	Confer with D. Austern re CMO, executive compensation issue.	0.30
04/08/05	Roger L. Frankel	Confer with R. Wyron re discovery on executive compensation issues, CMO	0.30
04/11/05	Richard H. Wyron	Review pleadings for next omnibus hearing (.8); review calendar (.3); review Hatco issues (.4).	1.50
04/13/05	Richard H. Wyron	Review decision on reconsideration in Owens Corning (.2); review Hatco agreements and e-mails regarding same (.8).	1.00
04/13/05	Monique D. Almy	Review CSFB's Motion for Reconsideration in Owens Corning on estimation.	0.90
04/13/05	Monique D. Almy	Review Order denying consideration on estimation in Owens Corning.	0.50
04/13/05	Roger L. Frankel	Review OC opinion re reconsideration.	0.30
04/13/05	Debra L. Felder	Review pleadings regarding CEO retention bonus (1.2); conference with R. Wyron regarding same (.2); attend Bubnovich deposition (4.5); review Owens Corning docket and opinion regarding estimation (.3)	6.20
04/14/05	Debra L. Felder	Attend T. Vanderslice deposition (2.3); conference with R. Wyron regarding depositions of N. Bubnovich and T. Vanderslice (.3).	2.60
04/15/05	Debra L. Felder	Telephone conference with R. Wyron regarding motion to employ Anderson Kill.	0.10
04/15/05	Roger L. Frankel	Confer with R. Wyron re CMO, Libby issues, PI committee application to employ Anderson Kill.	0.20
04/18/05	Roger L. Frankel	Review issues in preparation for Omnibus hearing.	0.30
04/18/05	Roger L. Frankel	Review agenda for 4/25 hearing	0.20
04/18/05	Debra L. Felder	Review pleadings regarding application to employ Anderson Kill.	0.60

SWIDLER BERLIN LLP

David Austern, FCR (for W.R. Grace & Co.)
 05/26/05
 Page 3

CLIENT: 25369
 MATTER: 0007
 INVOICE: 287226

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
04/19/05	Roger L. Frankel	Review pleadings re Festa compensation package, supplemental objection of PI and PD committee.	0.70
04/19/05	Richard H. Wyron	Prepare for 4/25 omnibus hearing - review pleadings on CEO motion.	0.80
04/21/05	Monique D. Almy	Review amended agenda for 4/25/05.	0.30
04/22/05	Roger L. Frankel	Review agenda (amended) for 4/25 hearing.	0.30
04/22/05	Roger L. Frankel	Confer with D. Austern, R. Wyron in preparation for 4/25 hearing, executory compensation issues.	0.40
04/22/05	Debra L. Felder	Review T. Vanderslice deposition transcript and prepare memorandum to R. Wyron regarding same.	1.50
04/24/05	Richard H. Wyron	Review materials for April 25 hearing.	0.60
04/25/05	Richard H. Wyron	Prepare for hearing; review pleadings on pending matters and outline issues (1.1); review Anderson Kill issue and outline argument (.6); attend hearing (2.9); brief R. Frankel on status and results, and follow-up notes (.6).	5.20
04/26/05	Roger L. Frankel	Confer with R. Wyron re hearing, 524(g) issues, strategy.	0.40
04/27/05	Richard H. Wyron	Review summary of Hatco transaction and pleadings regarding same	0.80
04/28/05	Richard H. Wyron	Review Hatco motion (4); call with M. Eskin and follow-up (.3).	0.70
04/29/05	Richard H. Wyron	Review calendar for 5/16 hearing and outline open items for discussion	0.40

SERVICES PERFORMED BY:	RATE	HOURS	AMOUNT
Monique D. Almy	\$460.00	9.10	\$4,186.00
Roger L. Frankel	\$645.00	4.20	\$2,709.00
Richard H. Wyron	\$545.00	14.60	\$7,957.00
Debra L. Felder	\$255.00	11.40	\$2,907.00
TOTAL HOURS & FEES		39.30	\$17,759.00

SWIDLER BERLIN LLP

David Austern, FCR (for W.R. Grace & Co.)
 05/26/05
 Page 4

CLIENT: 25369
 MATTER: 0007
 INVOICE: 287226

OTHER CHARGES	AMOUNT
Photocopy & Printing	3.00
Ground Transportation	38.00
Publications/Subscriptions (Pacer)	295.36
Travel/Airfare	180.00
Travel/Meal Expenses	17.20
Travel/Parking	14.00
Travel/Taxis	6.00
Travel/Tolls	3.24
TOTAL OTHER CHARGES	\$556.80

CURRENT INVOICE DUE.....\$18,315.80

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Falls Church, VA 22042-0683

OUR REFERENCE: 25369.0007

INVOICE DATE: 05/26/05
INVOICE NUMBER: 287226

INVOICE SUMMARY

TOTAL FEES	\$17,759.00
TOTAL OTHER CHARGES	\$556.80
TOTAL AMOUNT DUE	\$18,315.80

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CLIENT/CASE: 25369.0006

INVOICE DATE: 05/26/05
INVOICE NUMBER: 287225

RE: Insurance Matters

FOR PROFESSIONAL SERVICES RENDERED THROUGH APRIL, 2005

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
04/11/05	Scott J. Levitt	Review summary of proposed Hatco transaction for insurance issues.	0.30
04/19/05	Scott J. Levitt	Communicate by e-mail with R. Wyron re [certain insurers] participation in Grace coverage program.	0.30
04/19/05	Deborah A. Rogers	Research Grace's insurance carriers regarding [certain insurers]; report findings to S. Levitt.	0.50

SERVICES PERFORMED BY:	RATE	HOURS	AMOUNT
Scott J. Levitt	\$390.00	0.60	\$234.00
Deborah A. Rogers	\$195.00	0.50	\$97.50
TOTAL HOURS & FEES		1.10	\$331.50

OTHER CHARGES	AMOUNT
Westlaw Legal Research	5.28

SWIDLER BERLIN LLP

David Austern, FCR (for W.R. Grace & Co.)
05/26/05
Page 2

CLIENT: 25369
MATTER: .0006
INVOICE: 287225

OTHER CHARGES	AMOUNT
TOTAL OTHER CHARGES	\$5.28

CURRENT INVOICE DUE.....\$336.78

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Falls Church, VA 22042-0683

OUR REFERENCE: 25369.0006

INVOICE DATE: 05/26/05
INVOICE NUMBER: 287225

INVOICE SUMMARY

TOTAL FEES.....	\$331.50
TOTAL OTHER CHARGES.....	\$5.28
TOTAL AMOUNT DUE	\$336.78

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Falls Church, VA 22042-0683

CLIENT/CASE: 25369.0008

INVOICE DATE: 05/26/05
INVOICE NUMBER: 287227

RE: Plan & Disclosure Statement

FOR PROFESSIONAL SERVICES RENDERED THROUGH APRIL, 2005

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
04/06/05	Roger L. Frankel	Confer with Messrs. Radecki and Brownstein (NY) re case, plan issues (.4); notes re same (.1)	0.50
04/23/05	Roger L. Frankel	Review S.852 impact on asbestos claims.	0.50

SERVICES PERFORMED BY:	RATE	HOURS	AMOUNT
Roger L. Frankel	\$645.00	1.00	\$645.00
TOTAL HOURS & FEES		1.00	\$645.00

OTHER CHARGES	AMOUNT
TOTAL OTHER CHARGES	\$0.00

CURRENT INVOICE DUE.....\$645.00

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Suite 200
Falls Church, VA 22042-0683

INVOICE DATE: 05/26/05
INVOICE NUMBER: 287227

OUR REFERENCE: 25369.0008

INVOICE SUMMARY

TOTAL FEES.....	\$645.00
TOTAL OTHER CHARGES.....	\$0.00
TOTAL AMOUNT DUE	\$645.00

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Falls Church, VA 22042-0683

CLIENT/CASE: 25369.0010

INVOICE DATE: 05/26/05
INVOICE NUMBER: 287232

RE: Retention of Professionals--Other

FOR PROFESSIONAL SERVICES RENDERED THROUGH APRIL 2005

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
04/18/05	Monique D. Almy	Review Motion for Leave to File a Reply and proposed Reply.	0.30

SERVICES PERFORMED BY:	RATE	HOURS	AMOUNT
Monique D. Almy	\$460.00	0.30	\$138.00
TOTAL HOURS & FEES		0.30	\$138.00

OTHER CHARGES	AMOUNT
TOTAL OTHER CHARGES	\$0.00

CURRENT INVOICE DUE.....\$138.00

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CLIENT/CASE: 25369.0014

INVOICE DATE: 05/26/05
INVOICE NUMBER: 287230

RE: Travel Time (Non-Working)

FOR PROFESSIONAL SERVICES RENDERED THROUGH APRIL, 2005

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
04/06/05	Roger L. Frankel	Travel to DC from NY.	0.70

SERVICES PERFORMED BY:	RATE	HOURS	AMOUNT
Roger L. Frankel	\$322.50	0.70	\$225.75
TOTAL HOURS & FEES		0.70	\$225.75

OTHER CHARGES	AMOUNT
TOTAL OTHER CHARGES	\$0.00

CURRENT INVOICE DUE.....\$225.75

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c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

INVOICE DATE: 05/26/05
INVOICE NUMBER: 287230

OUR REFERENCE: 25369.0014

INVOICE SUMMARY

TOTAL FEES	\$225.75
TOTAL OTHER CHARGES	\$0.00
TOTAL AMOUNT DUE	\$225.75

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IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
W.R. GRACE & CO., et al.) Case No. 01-1139 (JKF)
Debtors.)

VERIFICATION

DISTRICT OF COLUMBIA, TO WIT:

Roger Frankel, after being duly sworn according to law, deposes and says:

1. I am a partner of the applicant law firm Swidler Berlin LLP ("Swidler") and have been admitted *pro hac vice* to appear in these cases.

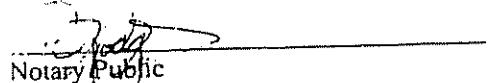
2. I have personally performed many of the legal services rendered by Swidler as counsel to David T. Austern as Future Claimants' Representative ("FCR") and am familiar with the other work performed on behalf of the FCR by the lawyers, legal assistants, and other professionals of Swidler as set forth in the invoices attached as Exhibit A hereto.

3. I have reviewed the Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. I have reviewed the requirements of Local Rule 2016-2 and the Administrative Order as Amended dated April 17, 2002, and I believe the Application to be in compliance therewith.


ROGER FRANKEL

SWORN AND SUBSCRIBED TO BEFORE ME

THIS 8th DAY OF JULY, 2005


Notary Public

My commission expires: 4/4/07